



**Inspire**  
Partnership

**BOARD OF TRUSTEES**  
**TERMS OF REFERENCE**

**Inspire Partnership Academy Trust**

**Date approved by trustees:** 13<sup>th</sup> November 2017

**Date of next review:** December 2018

## **INSPIRE BOARD OF TRUSTEES**

### **Powers of the Board of Trustees**

The Board of Trustees (the Trustees) shall exercise duties and powers as set out in Inspire Partnership (known as the “Trust”) Memorandum and Articles of Association and Funding Agreements, in compliance with relevant legislation current at that time, and, in particular:

- to advance for the public benefit education by establishing, maintaining, carrying on, managing and developing schools offering a broad and balanced curriculum, in line with the agreed vision and values of the Trust
- to expend the funds of the Trust in furtherance of the Object as they consider most beneficial and enter into contracts on behalf of the Trust
- to abide by the requirements of and have regard to the guidance in the Academies Financial Handbook including approval of the annual budget each financial year;
- to prepare and submit the Annual Accounts Report and Return, audited by independent auditors, to the Secretary of State, as Principal Regulator, and Companies House and publish them on the website
- to establish any Committee they deem appropriate and to regulate their proceedings
- to establish Local Governing Bodies and to regulate their proceedings
- to appoint the Chief Executive, Executive Headteacher / Headteacher or equivalent of the member Academies of the Trust
- to delegate powers and functions to any Director, Governor, Committee or Head Teacher as they consider desirable.

### **Membership**

The composition of the Trust Board is set out in the Articles of Association and, in particular, shall be as follows:

- Five Members (in the event of a resignation, not less than three)
- Up to 11 Trustees, excluding the Chief Executive Officer, with a minimum of 2 Parent Trustees or Parent Local Governor and Co-opted Trustees.

The appointment of Directors shall be as set out in the Articles of Association.

### **Quorum and Voting**

It is generally expected and encouraged that decision making by the Trust Board Committee should be by consensus. However, it is recognised that there will be occasions where a formal vote is necessary. Members of the Trust Board shall have one vote each.

This is subject to any member of the Trust Board having an interest, loyalty or duty that conflicts or is reasonably likely to conflict with interests of the Trust Board in which case the member, in addition to declaring their relevant business and pecuniary interests in accordance with the Trust’s Conflict of Interest Policy, must declare his or her interest for the particular item and must not vote on or be present for the vote on that item.

The quorum for each Trust Board shall be three non-conflicted members.

Where necessary, the Chair of the Board may have a second or casting vote, provided that s/he is not prevented by a conflict of interest from participating in the voting.

## **Meetings**

The Trustees will meet at least three meetings in every academic year, with additional meetings as required. The Trustees shall meet in December to approve the Trust's Audited Accounts and Annual Report.

The Clerk shall attend and service the Trust Board meetings, including circulating the agenda and papers before each meeting, and preparing the minutes.

Attendance at each Board meeting, issues discussed and recommendations for decisions will be recorded. The written record of each meeting will be submitted to the next meeting of the Board.

The Chair of Trustees will meet with the Chief Executive Officer at the beginning of each academic year to plan the work of the Trustees.

## **Reporting**

The minutes of every meeting shall be recorded and submitted to the following meeting of Trustees. They shall also be circulated to the Local GBs of the Trust.

## **Committees**

The Trust Board shall establish Committees, as set out in the Articles of Association, with Terms of Reference, Delegated Powers and Membership to be agreed and reviewed annually by the Trustees.

The current Committee structure, Terms of Reference, Delegated Powers and Membership is detailed throughout the Trustees Handbook.

## **Delegated of Power to Committees, Advisors, Governors and the Chief Executive Officer**

The Trust Board shall agree the delegation of functions to Trust Committees, Local Governing Bodies and Chief Executive at the first meeting of the Trust Board each school year. The Scheme of Delegation is agreed as 2<sup>nd</sup> May 2017.

The Trust Board may not delegate the following governance responsibilities (have not checked cross reference to SoD):

- Approve Trust Board Terms of Reference
- Approve Trust Scheme of Delegation
- Approve further academies joining the Trust
- Establish Trust Committees
- Approve Trust Committee Terms of Reference
- Approve Local Governing Body Terms of Reference
- Elect (and remove) Trust Board Chair
- Remove the Chair of a Local Governing Body

- Appoint (and remove) Chair(s) of Trust Committees
- Appoint (and remove) members of Trust Committees
- Appoint Board Advisors
- Organise the calendar of Trust Board and LGB meetings

The Trust Board may not delegate the following strategic and financial responsibilities:

- Approve the Trust Strategic Plan
- Approve Academy Performance Targets and Academy Performance Review.
- Appointment of the CEO/Executive Headteacher.
- Appointment of each Academy Headteacher or Head of School.
- Approve Trust Financial Regulations & Procedures.
- Approve Trust and Academy Annual budgets.
- Approve the expansion or extension of provision for an Academy.
- Approve Trust Admissions policies

### **Appointment of Academy Headteachers**

The Local Governing Boards (GB) of an academy shall lead the process to appoint the Headteacher or Head of School and set up an appointment panel including up to three Governors, the Chief Executive Officer and a Trustee.

This Appointment panel shall manage the appointment process and make a recommendation for the appointment of a candidate to the Trustees giving the views of the Chief Executive Officer and Trustees reasonable weight in this process.

The Trustees' shall not unreasonably withhold their approval for the appointment of a recommended candidate as the Headteacher or Head of School.

In the event the Trust Board does not approve the appointment of a recommended candidate as Headteacher or Head of School, they shall provide a clear explanation to the Local GB.

### **Appointment of the Accounting Officer**

The Trustees shall appoint the Chief Executive Officer as Accounting Officer with personal responsibility to the Governing Board for financial and administrative matters including:

- Ensuring regularity and propriety;
- Prudent and economical administration;
- Avoidance of waste and extravagance;
- Efficient and effective use of available resources; and
- Day to day organisation, staffing and management of the Trust.

### **Appointment of the Company Secretary**

The Trust Board will ensure that an appropriate person, who shall not be a Trustee nor a Member, will carry out the duties as detailed below:

- Keep records such as registers of trustees and members;

- File documents at Companies House;
- Ensure that the Trustees act within their powers and decisions are communicated and notified to relevant bodies, principally the DfE;
- Be a point of contact for Members and Trustees to provide information to, for example, email addresses, instruments of proxy and notices of resignation or disqualification;
- Act as Chair when the Chair is being elected;
- Keep a register of interests, bring the issue of conflicts of interest to the attention of the Trustees and maintain a risk register.

### **Trustees' Expenses**

The Academy Trust shall reimburse exceptional expenses incurred by Trustees in line with the relevant policy.